

Board of Governors of the Federal Reserve System



Consolidated Financial Statements for Holding Companies—FR Y-9C

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. § 1844) and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and Section 10 of the Home Owners Loan Act (12 U.S.C. § 1467a(b)).

This report form is to be filed by holding companies with total consolidated assets of \$500 million or more. In addition, holding companies meeting certain criteria must file this report (FR Y-9C)

regardless of size. See page 1 of the general instructions for further information. However, when such holding companies own or control, or are owned or controlled by, other holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Holding Companies. The Consolidated Financial Statements for Holding Companies is to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting holding company (or by the individual performing this equivalent function).

Date of Report: **June 30, 2014**

Month / Day / Year (BHCK 9999)

I, the undersigned CFO (or equivalent) of the named holding company, attest that the Consolidated Financial Statements for Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

JPMORGAN CHASE & CO.

Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Legal Title of Holding Company (TEXT 9010)
270 PARK AVENUE

Signature of Chief Financial Officer (or Equivalent)

(Mailing Address of the Holding Company) Street / PO Box (TEXT 9110)
NEW YORK NY 10017

Date of Signature (MM/DD/YYYY) (BHTX J196)

City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

Area Code / FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

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RSSD ID _____
C.I. _____ S.F. _____

Holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Report of Income for Holding Companies

Report all Schedules of the Report of Income on a calendar year-to-date basis.

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK			
1. Interest income				
a. Interest and fee income on loans:				
(1) In domestic offices:				
(a) Loans secured by 1–4 family residential properties	4435		3960000	1.a.(1)(a)
(b) All other loans secured by real estate	4436		1589000	1.a.(1)(b)
(c) All other loans	F821		9565000	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		1128000	1.a.(2)
b. Income from lease financing receivables	4065		59000	1.b.
c. Interest income on balances due from depository institutions ¹	4115		582000	1.c.
d. Interest and dividend income on securities:				
(1) U.S. Treasury securities and U.S. government agency obligations				
(excluding mortgage-backed securities)	B488		46000	1.d.(1)
(2) Mortgage-backed securities	B489		2361000	1.d.(2)
(3) All other securities	4060		2056000	1.d.(3)
e. Interest income from trading assets	4069		3598000	1.e.
f. Interest income on federal funds sold and securities purchased under agreements				
to resell	4020		615000	1.f.
g. Other interest income	4518		275000	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		25834000	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more	A517		96000	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		43000	2.a.(1)(b)
(c) Other deposits	6761		260000	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		444000	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		322000	2.b.
c. Interest on trading liabilities and other borrowed money				
(excluding subordinated notes and debentures)	4185		2670000	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible				
securities	4397		280000	2.d.
e. Other interest expense	4398		74000	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		4189000	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074		21645000	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230		1599000	4.
5. Noninterest income:				
a. Income from fiduciary activities	4070		4556000	5.a.
b. Service charges on deposit accounts in domestic offices	4483		2173000	5.b.
c. Trading revenue ²	A220		6324000	5.c.
d. (1) Fees and commissions from securities brokerage	C886		1199000	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888		4310000	5.d.(2)
(3) Fees and commissions from annuity sales	C887		115000	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386		12000	5.d.(4)
(5) Income from other insurance activities	C387		13000	5.d.(5)
e. Venture capital revenue	B491		653000	5.e.
f. Net servicing fees	B492		56000	5.f.
g. Net securitization income	B493		0	5.g.

1. Includes interest income on time certificates of deposit not held for trading.

2. For holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

Schedule HI—Continued

Dollar Amounts in Thousands		BHCK			
5. h. Not applicable					
i. Net gains (losses) on sales of loans and leases	8560		164000		5.i.
j. Net gains (losses) on sales of other real estate owned	8561		0		5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		22000		5.k.
l. Other noninterest income ³	B497		6359000		5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079		25956000		5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521		0		6.a.
b. Realized gains (losses) on available-for-sale securities	3196		42000		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135		15665000		7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		3791000		7.b.
c. (1) Goodwill impairment losses	C216		0		7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232		263000		7.c.(2)
d. Other noninterest expense ⁴	4092		10400000		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		30119000		7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301		15925000		8.
9. Applicable income taxes (foreign and domestic)	4302		4579000		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300		11346000		10.
11. Extraordinary items and other adjustments, net of income taxes ⁵	4320		0		11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104		11346000		12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103		87000		13.
14. Net income (loss) attributable to holding company (item 12 minus item 13)	4340		11259000		14.

3. See Schedule HI, memoranda item 6.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

Memoranda

Dollar Amounts in Thousands		BHCK			
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519		22115000		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (item 8 above) on a fully taxable equivalent basis	4592		17690000		M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	4313		133000		M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)	4507		654000		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number		
	4150		237087		M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3 percent of Schedule HI, item 5.l):	BHCK				
a. Income and fees from the printing and sale of checks	C013		0		M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014		353000		M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016		0		M.6.c.
d. Rent and other income from other real estate owned	4042		0		M.6.d.
e. Safe deposit box rent	C015		0		M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229		0		M.6.f.

Schedule HI—Continued**Memoranda—Continued**

Dollar Amounts in Thousands					BHCK				
6. g. Bank card and credit card interchange fees					F555			2628000	M.6.g.
h. Gains on bargain purchases					J447			0	M.6.h.
i.	TEXT	AUTO OPERATING LEASES							
	8562				8562			739000	M.6.i.
j.	TEXT	LOAN COMMITMENT FEES							
	8563				8563			347000	M.6.j.
k.	TEXT	CREDIT CARD FEES							
	8564				8564			328000	M.6.k.
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3 percent of the sum of Schedule HI, item 7.d):									
a. Data processing expenses.....					C017			408000	M.7.a.
b. Advertising and marketing expenses					0497			1214000	M.7.b.
c. Directors' fees					4136			0	M.7.c.
d. Printing, stationery, and supplies					C018			0	M.7.d.
e. Postage					8403			0	M.7.e.
f. Legal fees and expenses.....					4141			489000	M.7.f.
g. FDIC deposit insurance assessments					4146				M.7.g.
h. Accounting and auditing expenses.....					F556			0	M.7.h.
i. Consulting and advisory expenses					F557			2676000	M.7. i.
j. Automated teller machine (ATM) and interchange expenses					F558			0	M.7. j.
k. Telecommunications expenses					F559			509000	M.7.k.
l.	TEXT	COMMODITIES - RELATED EXPENSES							
	8565				8565			837000	M.7. l.
m.	TEXT	OPERATING LEASES							
	8566				8566			505000	M.7.m.
n.	TEXT	TRAVEL & ENTERTAINMENT EXPENSES							
	8567				8567			393000	M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):									
a. (1)	TEXT								
	3571				3571			0	M.8.a.(1)
(2) Applicable income tax effect.....					BHCK	3572			M.8.a.(2)
b. (1)	TEXT								
	3573				3573			0	M.8.b.(1)
(2) Applicable income tax effect.....					BHCK	3574			M.8.b.(2)
c. (1)	TEXT								
	3575				3575			0	M.8.c.(1)
(2) Applicable income tax effect.....					BHCK	3576			M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)									
Memorandum items 9.a through 9.e are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:									
a. Interest rate exposures					8757			1451000	M.9.a.
b. Foreign exchange exposures					8758			868000	M.9.b.
c. Equity security and index exposures					8759			1564000	M.9.c.
d. Commodity and other exposures.....					8760			1035000	M.9.d.
e. Credit exposures					F186			1406000	M.9.e.

Schedule HI—Continued**Memoranda—Continued**

Dollar Amounts in Thousands		BHCK			
<i>Memoranda items 9.f and 9.g are to be completed by holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.¹</i>					
9. f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above).....	K090		253000		M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above)	K094		-95000		M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading.....	C889		-41000		M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890		0		M.10.b.
11. Credit losses on derivatives (see instructions)	A251		0		M.11.
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets.¹</i>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431		1484000		M.12.a.
b. (1) Premiums on insurance related to the extension of credit.....	C242		21000		M.12.b.(1)
(2) All other insurance premiums	C243		-9000		M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities.....	B983		30000		M.12.c.
13. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for Yes; enter "0" for No.).....	0=No 1=Yes	BHCK A530		0	M.13.
<i>Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.</i>					
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets	F551		3010000		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552		794000		M.14.a.(1)
b. Net gains (losses) on liabilities.....	F553		-2630000		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554		19000		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409		697000		M.15.
<i>Memorandum item 16 is to be completed by holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i>					
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a))	F228		0		M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses	J319		2000		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes)	J320		0		M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b)	J321		2000		M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HI-A—Changes in Holding Company Equity Capital

Dollar Amounts in Thousands

	BHCK				
1. Total holding company equity capital <i>most recently reported</i> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217		211178000		1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	B507		0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508		211178000		3.
	BHCT				
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	4340		11259000		4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross.....	3577		7305000		5.a.
b. Conversion or retirement of perpetual preferred stock.....	3578		0		5.b.
6. Sale of common stock:					
a. Sale of common stock, gross.....	3579		0		6.a.
b. Conversion or retirement of common stock.....	3580		0		6.b.
7. Sale of treasury stock.....	4782		1561000		7.
8. LESS: Purchase of treasury stock.....	4783		1761000		8.
9. Changes incident to business combinations, net	4356		0		9.
10. LESS: Cash dividends declared on preferred stock	4598		495000		10.
11. LESS: Cash dividends declared on common stock	4460		3023000		11.
12. Other comprehensive income ¹	B511		2239000		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company	4591		0		13.
14. Other adjustments to equity capital (not included above)	3581		-949000		14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	BHCT				
	3210		227314000		15.

1. Includes, but is not limited to, changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

	(Column A) Charge-offs ¹				(Column B) Recoveries			
Dollar Amounts in Thousands	BHCK				BHCK			
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)								
1. Loans secured by real estate:								
a. Construction, land development, and other land loans in domestic offices:								
(1) 1–4 family residential construction loans	C891		2000		C892		3000	
(2) Other construction loans and all land development and other land loans	C893		0		C894		0	
b. Secured by farmland in domestic offices	3584		0		3585		0	
c. Secured by 1–4 family residential properties in domestic offices:								
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5411		316000		5412		87000	
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:								
(a) Secured by first liens	C234		177000		C217		161000	
(b) Secured by junior liens	C235		66000		C218		26000	
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588		1000		3589		2000	
e. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895		9000		C896		8000	
(2) Loans secured by other nonfarm nonresidential properties	C897		4000		C898		13000	
f. In foreign offices	B512		4000		B513		0	
2. Loans to depository institutions and acceptances of other banks:								
a. To U.S. banks and other U.S. depository institutions	4653		0		4663		0	
b. To foreign banks	4654		0		4664		0	
3. Loans to finance agricultural production and other loans to farmers	4655		1000		4665		0	
4. Commercial and industrial loans:								
a. To U.S. addressees (domicile)	4645		235000		4617		92000	
b. To non-U.S. addressees (domicile)	4646		29000		4618		12000	
5. Loans to individuals for household, family, and other personal expenditures:								
a. Credit cards	B514		1843000		B515		196000	
b. Automobile loans	K129		107000		K133		37000	
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205		226000		K206		15000	
6. Loans to foreign governments and official institutions	4643		0		4627		0	
7. All other loans	4644		122000		4628		63000	
8. Lease financing receivables:								
a. Leases to individuals for household, family, and other personal expenditures	F185		0		F187		0	
b. All other leases	C880		1000		F188		1000	
9. Total (sum of items 1 through 8)	4635		3143000		4605		716000	

1. Include write-downs arising from transfers to a held-for-sale account.

Schedule HI-B—Continued**Memoranda**

				(Column A) Charge-offs ¹	(Column B) Recoveries															
				Calendar Year-to-date																
Dollar Amounts in Thousands				BHCK				BHCK												
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above				5409				0				5410				1000				M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)				4652				4000				4662				0				M.2.

Memorandum item 3 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

	Calendar Year-to-date				
	BHCK				
	C388			346000	
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)					M.3.

Dollar Amounts in Thousands		BHCK			
II. Changes in allowance for loan and lease losses					
1. Balance <i>most recently reported</i> at end of previous year (i.e., after adjustments from amended Reports of Income)		B522		16264000	1.
		BHCT			
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)		4605		716000	2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)		BHCK			
		C079		3133000	3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account.....		5523		10000	4.
		BHCT			
5. Provision for loan and lease losses (must equal Schedule HI, item 4).....		4230		1599000	5.
		BHCK			
6. Adjustments (see instructions for this schedule).....		C233		-110000	6.
		BHCT			
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)		3123		15326000	7.

1. Include write-downs arising from transfers to a held-for-sale account.

Memoranda

	Dollar Amounts in Thousands				
	BHCK				
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	C435			0	M.1.
Memoranda items 2 and 3 are to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).					
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389			336000	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	C390			0	M.3.
Memorandum item 4 is to be completed by all holding companies.					
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781			3749000	M.4.

Schedule HI-C—Disaggregated Data on the Allowance for Loan and Lease LossesSchedule HI-C is to be completed by holding companies with \$1 billion or more in total assets.¹

	(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)				(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)				(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)				(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)				(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)				(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				BHCK				BHCK				BHCK			
1. Real estate loans:																								
a. Construction loans	M708		15000		M709		1000		M710		4455000		M711		57000		M712		15000		M713		2000	
b. Commercial real estate loans																								
c. Residential real estate loans	M714		535000		M715		79000		M716		74103000		M717		1492000		M719		6000		M720		0	
	M721		19425000		M722		511000		M723		140245000		M724		1971000		M725		50038000		M726		3740000	
2. Commercial loans ²	M727		488000		M728		121000		M729		297708000		M730		3137000		M731		0		M732		0	
3. Credit cards	M733		2467000		M734		583000		M735		112018000		M736		2754000		M737		0		M738		0	
4. Other consumer loans.....	M739		184000		M740		31000		M741		65439000		M742		840000		M743		65000		M744		7000	
5. Unallocated, if any													M745		0									
6. Total (sum of items 1.a. through 5.)	M746		23114000		M747		1326000		M748		693968000		M749		10251000		M750		50124000		M751		3749000	

1. The asset size test is generally based on the total assets reported as of June 30, 2013.

2. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans.

Notes to the Income Statement—Predecessor Financial Items

For holding companies involved in a business combination(s) during the quarter, provide on the lines below income statement information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

	Dollar Amounts in Thousands	BHBC				
1. Total interest income	4107					1.
a. Interest income on loans and leases	4094					1.a.
b. Interest income on investment securities	4218					1.b.
2. Total interest expense	4073					2.
a. Interest expense on deposits	4421					2.a.
3. Net interest income	4074					3.
4. Provision for loan and lease losses	4230					4.
5. Total noninterest income	4079					5.
a. Income from fiduciary activities	4070					5.a.
b. Trading revenue	A220					5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490					5.c.
d. Venture capital revenue	B491					5.d.
e. Net securitization income	B493					5.e.
f. Insurance commissions and fees	B494					5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities	4091					6.
7. Total noninterest expense	4093					7.
a. Salaries and employee benefits	4135					7.a.
b. Goodwill impairment losses	C216					7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments	4301					8.
9. Applicable income taxes	4302					9.
10. Noncontrolling (minority) interest	4484					10.
11. Extraordinary items, net of applicable income taxes and noncontrolling (minority) interest	4320					11.
12. Net income (loss)	4340					12.
13. Cash dividends declared	4475					13.
14. Net charge-offs	6061					14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis	4519					15.

Notes to the Income Statement (Other)

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). *Exclude* any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-B.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A holding company has received \$1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK			
0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country				
	0000		1	350

Notes to the Income Statement (Other)

	TEXT	Dollar Amounts in Thousands	BHCK			
1.	5351	OTHER NON-INTEREST INCOME GREATER THAN \$25,000 THAT EXCEEDS 3 OF SCHEDULE HI, ITEM 5.L. VALUATION ADJUSTMENT OF DERIVATIVES RISK MANAGING MSRS				
			5351		907000	1.
2.	5352	LETTER OF CREDIT COMMITMENT FEES				
			5352		269000	2.
3.	5353	LOW INCOME HOUSING				
			5353		-448000	3.
4.	5354	OTHER NON-INTEREST EXPENSE GREATER THAN \$25,000 THAT EXCEEDS 3 OF SCHEDULE HI, ITEM 7.D. LITIGATION EXPENSE				
			5354		707000	4.
5.	5355	AMORTIZATION OF SOFTWARE				
			5355		469000	5.
6.	B042					
			B042		0	6.
7.	B043					
			B043		0	7.
8.	B044					
			B044		0	8.
9.	B045					
			B045		0	9.
10.	B046					
			B046		0	10.

Notes to the Income Statement (Other)—Continued

	TEXT	Dollar Amounts in Thousands	BHCK				
11.	B047						
			B047			0	11.
12.	B048						
			B048			0	12.
13.	B049						
			B049			0	13.
14.	B050						
			B050			0	14.
15.	B051						
			B051			0	15.
16.	B052						
			B052			0	16.
17.	B053						
			B053			0	17.
18.	B054						
			B054			0	18.
19.	B055						
			B055			0	19.
20.	B056						
			B056			0	20.

Name of Holding Company

For Federal Reserve Bank Use Only

C.I. _____

FR Y-9C
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RSSD ID:

1039502

Consolidated Financial Statements for Holding Companies

Report at the close of business 20140630

Month / Day / Year

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands

	BHCK				
Assets					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin ¹	0081		27562000		1.a.
b. Interest-bearing balances: ²					
(1) In U.S. offices	0395		365045000		1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	0397		31884000		1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A)	1754		47849000		2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)	1773		312659000		2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices	BHDM	B987	327000		3.a.
b. Securities purchased under agreements to resell ³	BHCK	B989	361789000		3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale		5369	7400000		4.a.
b. Loans and leases, net of unearned income	B528		771148000		4.b.
c. LESS: Allowance for loan and lease losses	3123		15326000		4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)	B529		755822000		4.d.
5. Trading assets (from Schedule HC-D)	3545		392522000		5.
6. Premises and fixed assets (including capitalized leases)	2145		13071000		6.
7. Other real estate owned (from Schedule HC-M)	2150		2728000		7.
8. Investments in unconsolidated subsidiaries and associated companies	2130		6401000		8.
9. Direct and indirect investments in real estate ventures	3656		7881000		9.
10. Intangible assets:					
a. Goodwill	3163		48110000		10.a.
b. Other intangible assets (from Schedule HC-M)	0426		9686000		10.b.
11. Other assets (from Schedule HC-F)	2160		129600000		11.
12. Total assets (sum of items 1 through 11)	2170		2520336000		12.

1. Includes cash items in process of collection and unposted debits.

2. Includes time certificates of deposit not held for trading.

3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC—Continued

Dollar Amounts in Thousands

Liabilities

13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing ¹	6631	417607000		13.a.(1)
(2) Interest-bearing	6636	623781000		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN			
(1) Noninterest-bearing	6631	17757000		13.b.(1)
(2) Interest-bearing	6636	260606000		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM			
a. Federal funds purchased in domestic offices ²	B993	1085000		14.a.
b. Securities sold under agreements to repurchase ³	BHCK			
15. Trading liabilities (from Schedule HC-D)	B995	215476000		14.b.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3548	138652000		15.
17. Not applicable	3190	379495000		16.
18. Not applicable				
19. a. Subordinated notes and debentures ⁴	4062	29200000		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699	5474000		19.b.
20. Other liabilities (from Schedule HC-G)	2750	203459000		20.
21. Total liabilities (sum of items 13 through 20)	2948	2292592000		21.
22. Not applicable				

Equity Capital**Holding Company Equity Capital**

23. Perpetual preferred stock and related surplus	3283	18463000		23.
24. Common stock (par value)	3230	4105000		24.
25. Surplus (exclude all surplus related to preferred stock)	3240	92879000		25.
26. a. Retained earnings	3247	123497000		26.a.
b. Accumulated other comprehensive income ⁵	B530	3438000		26.b.
c. Other equity capital components ⁶	A130	-15068000		26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c)	3210	227314000		27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000	430000		27.b.
28. Total equity capital (sum of items 27.a and 27.b)	G105	227744000		28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	2520336000		29.

1. Includes noninterest-bearing demand, time, and savings deposits.

2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."

3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.

4. Includes limited-life preferred stock and related surplus.

5. Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.

6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule HC—Continued**Memoranda (to be completed annually by holding companies for the December 31 report date)**

- | | | |
|-------|------|--|
| 0=No | BHCK | |
| 1=Yes | C884 | |
1. Has the holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for Yes, enter "0" for No.) M.1.
2. If response to Memoranda item 1 is yes, indicate below the name and address of the holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.⁷

a. _____
(1) Name of External Auditing Firm (TEXT C703)

(2) City (TEXT C708)

(3) State Abbreviation (TEXT C714)

(4) Zip Code (TEXT C715)

b. _____
(1) Name of Engagement Partner (TEXT C704)

(2) E-mail Address (TEXT C705)

7. The Federal Reserve regards information submitted in response to Memorandum item 2.b as confidential.

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
1. U.S. Treasury securities.....	0211			0	0213			0	1286			18150000	1287			18214000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies ¹	1289			0	1290			0	1291			0	1293			0	2.a.
b. Issued by U.S. government-sponsored agencies ²	1294			0	1295			0	1297			1129000	1298			1145000	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496			8279000	8497			8661000	8498			26480000	8499			28086000	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA	G300			4155000	G301			4248000	G302			6017000	G303			6307000	4.a.(1)
(2) Issued by FNMA and FHLMC	G304			35415000	G305			36254000	G306			52290000	G307			54076000	4.a.(2)
(3) Other pass-through securities.....	G308			0	G309			0	G310			0	G311			0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies ³	G312			0	G313			0	G314			3283000	G315			3333000	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ³	G316			0	G317			0	G318			0	G319			0	4.b.(2)
(3) All other residential mortgage-backed securities.....	G320			0	G321			0	G322			43427000	G323			44525000	4.b.(3)
c. Commercial MBS:																	
(1) Commercial pass-through securities:																	
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	K142			0	K143			0	K144			433000	K145			448000	4.c.(1)(a)
(b) Other pass-through securities	K146			0	K147			0	K148			0	K149			0	4.c.(1)(b)
(2) Other commercial MBS:																	
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies ³	K150			0	K151			0	K152			330000	K153			348000	4.c.(2)(a)
(b) All other commercial MBS	K154			0	K155			0	K156			17816000	K157			18413000	4.c.(2)(b)

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

3. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale							
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value			
	BHCK				BHCK				BHCK				BHCK			
5. Asset-backed securities and structured financial products:																
a. Asset-backed Securities (ABS)	C026			0	C988			0	C989		12890000	C027		13108000	5.a.	
b. Structured financial products:																
(1) Cash	G336			0	G337			0	G338		28299000	G339		28450000	5.b.(1)	
(2) Synthetic	G340			0	G341			0	G342		0	G343		0	5.b.(2)	
(3) Hybrid	G344			0	G345			0	G346		0	G347		0	5.b.(3)	
6. Other debt securities:																
a. Other domestic debt securities	1737			0	1738			0	1739		2398000	1741		2512000	6.a.	
b. Other foreign debt securities	1742			0	1743			0	1744		88449000	1746		90403000	6.b.	
7. Investments in mutual funds and other equity securities with readily determinable fair values																
									A510		3278000	A511		3291000	7.	
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	BHCT												BHCT			
	1754			47849000	1771			49163000	1772		304669000	1773		312659000	8.	

Memoranda

Dollar Amounts in Thousands				
BHCK				
0416	82385000			M.1.
0383	124846000			M.2.a.
0384	41830000			M.2.b.
0387	190541000			M.2.c.
1778	0			M.3.
8782	0			M.4.a.
8783	0			M.4.b.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.
3. Report fixed-rate debt securities by remaining maturity and floating debt securities by next repricing date.

Schedule HC-B—Continued

Memoranda—Continued

	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
Dollar Amounts in Thousands																	
Memorandum item 5 is to be completed by holding companies with total assets over \$1 billion or with foreign offices. ¹																	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																	
a. Credit card receivables	B838			0	B839			0	B840			30000	B841			30000	M.5.a.
b. Home equity lines	B842			0	B843			0	B844			0	B845			0	M.5.b.
c. Automobile loans.....	B846			0	B847			0	B848			1912000	B849			1917000	M.5.c.
d. Other consumer loans.....	B850			0	B851			0	B852			5887000	B853			6040000	M.5.d.
e. Commercial and industrial loans	B854			0	B855			0	B856			3406000	B857			3448000	M.5.e.
f. Other.....	B858			0	B859			0	B860			1655000	B861			1673000	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																	
a. Trust preferred securities issued by financial institutions.....	G348			0	G349			0	G350			0	G351			0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts	G352			0	G353			0	G354			0	G355			0	M.6.b.
c. Corporate and similar loans.....	G356			0	G357			0	G358			28299000	G359			28450000	M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360			0	G361			0	G362			0	G363			0	M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G364			0	G365			0	G366			0	G367			0	M.6.e.
f. Diversified (mixed) pools of structured financial products.....	G368			0	G369			0	G370			0	G371			0	M.6.f.
g. Other collateral or reference assets	G372			0	G373			0	G374			0	G375			0	M.6.g.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) In Domestic Offices			
	BHCK			BHDM			
1. Loans secured by real estate	1410	290096000					1.
a. Construction, land development, and other land loans:				BHCK			
(1) 1–4 family residential construction loans				F158	346000		1.a.(1)
(2) Other construction loans and all land development and other land loans.....				F159	4140000		1.a.(2)
b. Secured by farmland.....				BHDM			
c. Secured by 1–4 family residential properties:				1420	250000		1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit							
(2) Closed-end loans secured by 1–4 family residential properties:				1797	65114000		1.c.(1)
(a) Secured by first liens.....				5367	138171000		1.c.(2)(a)
(b) Secured by junior liens				5368	4326000		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....				1460	47051000		1.d.
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties				BHCK			
(2) Loans secured by other nonfarm nonresidential properties.....				F160	14633000		1.e.(1)
				F161	12842000		1.e.(2)
				BHDM			
2. Loans to depository institutions and acceptances of other banks				1288	5606000		2.
a. To U.S. banks and other U.S. depository institutions.....	1292	190000					2.a.
b. To foreign banks	1296	19205000					2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	783000		1590	550000		3.
4. Commercial and industrial loans				1766	99853000		4.
a. To U.S. addressees (domicile)	1763	96775000					4.a.
b. To non-U.S. addressees (domicile)	1764	36501000					4.b.
5. Not applicable							
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)				1975	178368000		6.
a. Credit cards	B538	114794000					6.a.
b. Other revolving credit plans.....	B539	2346000					6.b.
c. Automobile loans.....	K137	42537000					6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207	20803000					6.d.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	1062000		2081	0		7.
8. Not applicable							
9. Loans to nondepository financial institutions and other loans:							
a. Loans to nondepository financial institutions	J454	25312000		J454	13002000		9.a.
b. Other loans							
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545	35243000		1545	34634000		9.b.(1)
(2) All other loans (exclude consumer loans).....	J451	91873000		J451	49239000		9.b.(2)
10. Lease financing receivables (net of unearned income)				2165	1028000		10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162	0					10.a.
b. All other leases	F163	1028000					10.b.
11. LESS: Any unearned income on loans reflected in items 1–9 above....	2123	0		2123	0		11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122	778548000		2122	669153000		12.

Schedule HC-C—Continued

Memoranda

Dollar Amounts in Thousands				BHDM			
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1–4 family residential construction loans	K158		0				M.1.a.(1)
(2) All other construction loans and all land development and other land loans.....	K159		0				M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	F576		11859000				M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	K160		6000				M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K161		51000				M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	K162		12000				M.1.d.(2)
e. Commercial and Industrial loans:							
(1) To U.S. addressees (domicile).....	K163		61000				M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K164		0				M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures) ¹	K165		2300000				M.1.f.
<i>Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>							
(1) Loans secured by farmland in domestic offices	K166		0				M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks ...	K167		0				M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers.....	K168		0				M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards	K098		2266000				M.1.f.(4)(a)
(b) Automobile loans	K203		0				M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K204		0				M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions	K212		0				M.1.f.(5)
(6) Other loans ¹	K267		0				M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, Column A, above	2746		11022000				M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837		3721000				M.3.
<i>Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>							
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, Column A)	C391		2688000				M.4.
<i>Memorandum item 5 is to be completed by all holding companies.</i>							
5. Purchased credit-impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):							
a. Outstanding balance.....	C779		53949000				M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9	C780		50124000				M.5.b.
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:							
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) ..	F230		22376000				M.6.a.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-C—Continued**Memoranda—Continued**

Dollar Amounts in Thousands				BHCK			
<i>Memorandum items 6.b and 6.c are to be completed by holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2013, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>							
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	F231		4782000				M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 6.a above	F232		668000				M.6.c.
7.-8. Not applicable.							
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	BHDM						
	F577		12302000				M.9.

Dollar Amounts in Thousands				(Column A) Consolidated				(Column B) Domestic Offices			
				BHCK				BHDM			
<i>Memorandum items 10 and 11 are to be completed by holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i>											
10. Loans measured at fair value:											
a. Loans secured by real estate.....	F608		304000								M.10.a.
(1) Construction, land development, and other land loans.....								F578		0	M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....								F579		0	M.10.a.(2)
(3) Secured by 1–4 family residential properties:											
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit								F580		0	M.10.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:											
(i) Secured by first liens.....								F581		0	M.10.a.(3)(b)(i)
(ii) Secured by junior liens								F582		0	M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties								F583		0	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties								F584		304000	M.10.a.(5)
b. Commercial and industrial loans	F585		1090000					F585		541000	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):											
(1) Credit cards	F586		0					F586		0	M.10.c.(1)
(2) Other revolving credit plans	F587		0					F587		0	M.10.c.(2)
(3) Automobile loans.....	K196		0					K196		0	M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K208		0					K208		0	M.10.c.(4)
d. Other loans.....	F589		2637000					F589		0	M.10.d.

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK				BHDM			
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):								
a. Loans secured by real estate	F609		323000					M.11.a.
(1) Construction, land development, and other land loans					F590		0	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F591		0	M.11.a.(2)
(3) Secured by 1–4 family residential properties:								
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					F592		0	M.11.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens					F593		0	M.11.a.(3)(b)(i)
(ii) Secured by junior liens					F594		0	M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....					F595		0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties					F596		323000	M.11.a.(5)
b. Commercial and industrial loans	F597		1181000		F597		627000	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
(1) Credit cards	F598		0		F598		0	M.11.c.(1)
(2) Other revolving credit plans	F599		0		F599		0	M.11.c.(2)
(3) Automobile loans	K195		0		K195		0	M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K209		0		K209		0	M.11.c.(4)
d. Other loans	F601		2644000		F601		0	M.11.d.

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date				(Column B) Gross contractual amounts receivable at acquisition				(Column C) Best estimate at acquisition date of con- tractual cash flows not expected to be collected			
	BHCK				BHCK				BHCK			
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:												
a. Loans secured by real estate	G091		0		G092		0		G093		0	M.12.a.
b. Commercial and industrial loans	G094		0		G095		0		G096		0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	G097		0		G098		0		G099		0	M.12.c.
d. All other loans and all leases	G100		0		G101		0		G102		0	M.12.d.

Dollar Amounts in Thousands				BHCK			
13. Not applicable							
14. Pledged loans and leases	G378		305601000				M.14.

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more in any of the four preceding quarters.

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices				
	BHCM				BHCK				
Assets									
1. U.S. Treasury securities.....	3531		32002000		3531		31767000		1.
2. U.S. government agency obligations (exclude mortgage-backed securities) ..	3532		2112000		3532		2112000		2.
3. Securities issued by states and political subdivisions in the U.S.	3533		7492000		3533		7492000		3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	BHCK				BHDM				
	G379		21482000		G379		21481000		4.a.
b. Other residential mortgage-backed securities issued or guaran- teed by U.S. Government agencies or sponsored agencies ¹ (include CMOs, REMICs, and stripped MBS)	G380		4312000		G380		4312000		4.b.
c. All other residential mortgage-backed securities	G381		2165000		G381		1164000		4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ¹	K197		1022000		K197		1022000		4.d.
e. All other commercial MBS	K198		1592000		K198		1217000		4.e.
5. Other debt securities									
a. Structured financial products:									
(1) Cash	G383		822000		G383		570000		5.a.(1)
(2) Synthetic	G384		46000		G384		0		5.a.(2)
(3) Hybrid	G385		84000		G385		84000		5.a.(3)
b. All other debt securities	G386		91977000		G386		17823000		5.b.
6. Loans:									
a. Loans secured by real estate.....	F610		19816000						6.a.
(1) Construction, land development, and other land loans					F604		0		6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F605		0		6.a.(2)
(3) Secured by 1–4 family residential properties:									
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit ...					F606		0		6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens					F607		10878000		6.a.(3)(b)(i)
(ii) Secured by junior liens					F611		0		6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties					F612		0		6.a.(4)
(5) Secured by nonfarm nonresidential properties					F613		3103000		6.a.(5)
b. Commercial and industrial loans.....	F614		5298000		F614		1338000		6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards.....	F615		327000		F615		97000		6.c.(1)
(2) Other revolving credit plans	F616		0		F616		0		6.c.(2)
(3) Automobile loans	K199		0		K199		0		6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K210		192000		K210		192000		6.c.(4)
d. Other loans	F618		7557000		F618		1911000		6.d.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-D—Continued

Dollar Amounts in Thousands		(Column A) Consolidated			(Column B) Domestic Offices			
		BHCM			BHCK			
7.–8. Not applicable								
9. Other trading assets	3541		131867000		3541		50550000	9.
10. Not applicable								
11. Derivatives with a positive fair value	3543		62357000		3543		19023000	11.
12. Total trading assets (sum of items 1 through 11)	BHCT				BHDM			
(total of Column A must equal Schedule HC, item 5)	3545		392522000		3545		176136000	12.
Liabilities								
13. a. Liability for short positions:	BHCK				BHDM			
(1) Equity securities	G209		14875000		G209		2283000	13.a.(1)
(2) Debt securities	G210		72875000		G210		33523000	13.a.(2)
(3) All other assets	G211		71000		G211		0	13.a.(3)
b. All other trading liabilities	F624		40000		F624		38000	13.b.
14. Derivatives with a negative fair value	3547		50791000		3547		11511000	14.
15. Total trading liabilities (sum of items 13.a through 14)	BHCT							
(total of column A must equal Schedule HC, item 15)	3548		138652000		3548		47355000	15.

Memoranda

Dollar Amounts in Thousands		BHCK			BHDM			
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)								
a. Loans secured by real estate	F790		21027000					M.1.a.
(1) Construction, land development, and other land loans					F625		0	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F626		0	M.1.a.(2)
(3) Secured by 1–4 family residential properties:								
(a) Revolving, open-end land secured by 1–4 family residential properties and extended under lines of credit ..					F627		0	M.1.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens					F628		11773000	M.1.a.(3)(b)(i)
(ii) Secured by junior liens					F629		0	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties					F630		0	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties					F631		3182000	M.1.a.(5)
b. Commercial and industrial loans	F632		9351000		F632		3889000	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
(1) Credit cards	F633		619000		F633		174000	M.1.c.(1)
(2) Other revolving credit plans	F634		0		F634		0	M.1.c.(2)
(3) Automobile loans	K200		0		K200		0	M.1.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K211		181000		K211		181000	M.1.c.(4)
d. Other loans	F636		8469000		F636		2057000	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:								
a. Fair value	F639		925000		F639		565000	M.2.a.
b. Unpaid principal balance	F640		1957000		F640		963000	M.2.b.

Schedule HC-D—Continued**Memoranda—Continued**

Dollar Amounts in Thousands					(Column A) Consolidated			(Column B) Domestic Offices			
					BHCK				BHDM		
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):											
a. Trust preferred securities issued by financial institutions.....					G299		51000	G299		51000	M.3.a.
b. Trust preferred securities issued by real estate investment trusts					G332		0	G332		0	M.3.b.
c. Corporate and similar loans.....					G333		754000	G333		520000	M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)											
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....					G334		0	G334		0	M.3.d.
f. Diversified (mixed) pools of structured financial products.....					G335		0	G335		0	M.3.e.
g. Other collateral or reference assets					G651		48000	G651		0	M.3.f.
					G652		99000	G652		83000	M.3.g.
4. Pledged trading assets:											
a. Pledged securities.....					G387		163515000	G387		79816000	M.4.a.
b. Pledged loans					G388		3033000	G388		1650000	M.4.b.

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances ²	2210		417607000		1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187		81449000		1.b.
c. Money market deposit accounts and other savings accounts	2389		457111000		1.c.
d. Time deposits of less than \$100,000.....	6648		15553000		1.d.
e. Time deposits of \$100,000 or more	2604		69668000		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances ²	BHOD				
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3189		0		2.a.
c. Money market deposit accounts and other savings accounts	3187		0		2.b.
d. Time deposits of less than \$100,000.....	2389		0		2.c.
e. Time deposits of \$100,000 or more	6648		0		2.d.
	2604		0		2.e.

Memoranda

Dollar Amounts in Thousands		BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243		19000		M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164		11000		M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242		56145000		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		38114000		M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).
2. Includes noninterest-bearing demand, time, and savings deposits.

Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable ¹	B556		5269000		1.
2. Net deferred tax assets ²	2148		2171000		2.
3. Interest-only strips receivable (not in the form of a security) ³ on:					
a. Mortgage loans	A519		0		3.a.
b. Other financial assets	A520		0		3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		7179000		4.
5. Life insurance assets:					
a. General account life insurance assets	K201		6365000		5.a.
b. Separate account life insurance assets	K202		11841000		5.b.
c. Hybrid account life insurance assets	K270		0		5.c.
6. Other.....	2168		96775000		6.
	BHCT				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		129600000		7.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands				BHCK			
1. Not applicable							
2. Net deferred tax liabilities ¹	3049		0				2.
3. Allowance for credit losses on off-balance-sheet credit exposures	B557		648000				3.
4. Other	B984		202811000				4.
	BHCT						
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750		203459000				5.

1. See discussion of deferred income taxes in Glossary entry on "income taxes."

Schedule HC-H—Interest Sensitivity¹

Dollar Amounts in Thousands				BHCK			
1. Earning assets that are repriceable within one year or mature within one year	3197		1381188000				1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet	3296		331871000				2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298		129119000				3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408		14500000				4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409		3388000				5.

1. Holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the holding company's assets in foreign countries and 10 percent of the holding company's total consolidated assets as of the report date.

Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)

Schedule HC-I must be completed by all top-tier holding companies. (See instructions for additional information.)

I. Property and Casualty Underwriting

Dollar Amounts in Thousands		BHCK			
Assets					
1. Reinsurance recoverables.....	B988		78000		1.
2. Total assets.....	C244		1270000		2.
Liabilities					
3. Claims and claims adjustment expense reserves	B990		277000		3.
4. Unearned premiums	B991		13000		4.
5. Total equity.....	C245		875000		5.
6. Net income	C246		-33000		6.

II. Life and Health Underwriting

		BHCK			
Assets					
1. Reinsurance recoverables.....	C247		0		1.
2. Separate account assets.....	B992		3289000		2.
3. Total assets.....	C248		3404000		3.
Liabilities					
4. Policyholder benefits and contractholder funds	B994		6000		4.
5. Separate account liabilities.....	B996		3289000		5.
6. Total equity.....	C249		309000		6.
7. Net income	C250		3000		7.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		BHCK			
Assets					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B558		19272000		1.a.
b. Mortgage-backed securities	B559		161285000		1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.)	B560		166892000		1.c.
2. Federal funds sold and securities purchased under agreements to resell	3365		352345000		2.
	BHDM				
3. a. Total loans and leases in domestic offices	3516		657975000		3.a.
(1) Loans secured by 1–4 family residential properties	3465		207482000		3.a.(1)
(2) All other loans secured by real estate	3466		78680000		3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	3386		545000		3.a.(3)
(4) Commercial and industrial loans	3387		100256000		3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards	B561		110452000		3.a.(5)(a)
(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards)	B562		65153000		3.a.(5)(b)
	BHFN				
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs	3360		108357000		3.b.
	BHCK				
4. a. Trading assets	3401		386554000		4.a.
b. Other earning assets	B985		348884000		4.b.
5. Total consolidated assets	3368		2413085000		5.
Liabilities					
6. Interest-bearing deposits (domestic) ¹	3517		616635000		6.
7. Interest-bearing deposits (foreign) ¹	3404		246528000		7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353		212555000		8.
9. All other borrowed money	2635		376559000		9.
10. Not applicable					
Equity Capital					
11. Total equity capital (excludes limited-life preferred stock)	3519		214775000		11.

1. Includes interest-bearing demand deposits.

C.I. _____

Schedule HC-L—Derivatives and Off-Balance-Sheet Items**(Report only transactions with nonrelated institutions)**

Dollar Amounts in Thousands

	BHCK				
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1–4 family residential properties, (e.g., home equity lines) ..	3814		29586000	1.a.	
b. (1) Unused consumer credit card lines	J455		490043000	1.b.(1)	
(2) Other unused credit card lines	J456		40274000	1.b.(2)	
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))	3816		5428000	1.c.(1)	
(a) 1–4 family residential construction loan commitments	F164		382000	1.c.(1)(a)	
(b) Commercial real estate, other construction loan, and land development loan commitments	F165		5046000	1.c.(1)(b)	
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550		9006000	1.c.(2)	
d. Securities underwriting	3817		18000	1.d.	
e. Other unused commitments:					
(1) Commercial and industrial loans	J457		182494000	1.e.(1)	
(2) Loans to financial institutions	J458		67016000	1.e.(2)	
(3) All other unused commitments	J459		127996000	1.e.(3)	
2. Financial standby letters of credit and foreign office guarantees	6566		206453000	2.	
<i>Item 2.a is to be completed by holding companies with \$1 billion or more in total assets.¹</i>					
a. Amount of financial standby letters of credit conveyed to others	3820		116052000	2.a.	
3. Performance standby letters of credit and foreign office guarantees	6570		8286000	3.	
<i>Item 3.a is to be completed by holding companies with \$1 billion or more in total assets.¹</i>					
a. Amount of performance standby letters of credit conveyed to others	3822		1904000	3.a.	
4. Commercial and similar letters of credit	3411		5462000	4.	
5. Not applicable					
6. Securities lent	3433		220537000	6.	
7. Credit derivatives:					
a. Notional amounts:					
(1) Credit default swaps	C968		2370387000	C969	2592627000
(2) Total return swaps	C970		4798000	C971	15139000
(3) Credit options	C972		59042000	C973	47968000
(4) Other credit derivatives	C974		0	C975	9720000
b. Gross fair values:					
(1) Gross positive fair value	C219		60265000	C221	20787000
(2) Gross negative fair value	C220		17178000	C222	62378000
c. Notional amounts by regulatory capital treatment:					
(1) Positions covered under the Market Risk Rule:					
(a) Sold protection	G401		2434227000	7.c.(1)(a)	
(b) Purchased protection	G402		2665454000	7.c.(1)(b)	
(2) All other positions:					
(a) Sold protection	G403		0	7.c.(2)(a)	
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	G404		0	7.c.(2)(b)	
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	G405		0	7.c.(2)(c)	

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HC-L—Continued

(Report only transactions with nonrelated institutions)

Dollar Amounts in Thousands				Remaining Maturity of:											
				(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years			
				BHCK				BHCK				BHCK			
7. d. Notional amounts by remaining maturity:															
(1) Sold credit protection:															
(a) Investment grade				G406		416698000		G407		1280923000		G408		94729000	7.d.(1)(a)
(b) Subinvestment grade				G409		150375000		G410		463804000		G411		27698000	7.d.(1)(b)
(2) Purchased credit protection:															
(a) Investment grade				G412		422731000		G413		1433285000		G414		114206000	7.d.(2)(a)
(b) Subinvestment grade				G415		160732000		G416		501895000		G417		32605000	7.d.(2)(b)
8. Spot foreign exchange contracts															
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10 percent of Schedule HC, item 27.a, "Total holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25 percent of Schedule HC, item 27.a)															
a. Securities borrowed															
b. Commitments to purchase when-issued securities															
c. Commitments to sell when-issued securities															
d. TEXT 6561															
e. TEXT 6562															
f. TEXT 6568															
g. TEXT 6586															
10. Not applicable															

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts			
Derivatives Position Indicators																
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):																
a. Futures contracts.....	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696			
	1205924000				28757000				39180000				78112000			
b. Forward contracts.....	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700			
	11349635000				3729640000				6929000				139469000			
c. Exchange-traded option contracts:																
(1) Written options.....	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704			
	337033000				2088000				233211000				145929000			
(2) Purchased options..	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708			
	731761000				3998000				231946000				138008000			
d. Over-the-counter option contracts:																
(1) Written options.....	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712			
	3968223000				722948000				240834000				53664000			
(2) Purchased options..	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716			
	3972090000				711654000				159251000				58328000			
e. Swaps.....	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720			
	30929294000				3680322000				198470000				129696000			
12. Total gross notional amount of derivative contracts held for trading.....	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724			
	52065428000				8739069000				1109821000				736553000			
13. Total gross notional amount of derivative contracts held for purposes other than trading.....	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728			
	428532000				140338000				0				6653000			
14. Gross fair values of derivative contracts:																
a. Contracts held for trading:																
(1) Gross positive fair value.....	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736			
	813332000				112243000				49794000				35843000			
(2) Gross negative fair value.....	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740			
	781991000				113357000				53524000				36181000			
b. Contracts held for purposes other than trading:																
(1) Gross positive fair value.....	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744			
	6969000				1008000				0				283000			
(2) Gross negative fair value.....	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748			
	5227000				1327000				0				680000			

Schedule HC-L—ContinuedItem 15 is to be completed only by holding companies with total assets of \$10 billion or more.¹

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties			
	BHCK				BHCK				BHCK				BHCK				BHCK			
15. Over-the-counter derivatives:																				
a. Net current credit exposure	G418		61545000		G419		251000		G420		3303000		G421		10740000		G422		56378000	
b. Fair value of collateral:																				
(1) Cash—U.S. dollar	G423		11346000		G424		0		G425		14106000		G426		0		G427		5874000	
(2) Cash—Other currencies	G428		44154000		G429		0		G430		634000		G431		480000		G432		6720000	
(3) U.S. Treasury securities	G433		0		G434		0		G435		0		G436		0		G437		0	
(4) U.S. government agency and U.S. government-sponsored agency debt securities	G438		385000		G439		0		G440		2622000		G441		0		G442		2123000	
(5) Corporate bonds	G443		0		G444		0		G445		0		G446		0		G447		0	
(6) Equity securities	G448		0		G449		0		G450		0		G451		0		G452		603000	
(7) All other collateral	G453		6786000		G454		0		G455		576000		G456		0		G457		10507000	
(8) Total fair value of collateral (sum of items 15.b.(1) through (7)) ...	G458		62671000		G459		0		G460		17938000		G461		480000		G462		25827000	

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK			
1. Total number of holding company common shares outstanding	Number (Unrounded) 3459 3761280910				1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries	6555 59065000				2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries	6556 107863000				3.
4. Other assets acquired in satisfaction of debts previously contracted	6557 874000				4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC	A288 124143000				5.
6. Assets covered by loss-sharing agreements with the FDIC:					
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):					
(1) Loans secured by real estate in domestic offices:					
(a) Construction, land development, and other land loans:	BHDM				
(1) 1–4 family residential construction loans	K169			0	6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans	K170			0	6.a.(1)(a)(2)
(b) Secured by farmland	K171			0	6.a.(1)(b)
(c) Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	K172			0	6.a.(1)(c)(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens	K173			0	6.a.(1)(c)(2)(a)
(b) Secured by junior liens	K174			0	6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties	K175			0	6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K176			0	6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties	K177			0	6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers	BHCK				
(3) Commercial and industrial loans	K178			0	6.a.(2)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):	K179			0	6.a.(3)
(a) Credit cards	K180			0	6.a.(4)(a)
(b) Automobile loans	K181			0	6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)	K182			0	6.a.(4)(c)
(5) All other loans and leases	K183			0	6.a.(5)
<i>Itemize and describe loan and lease categories included in item 6.a(5) above that exceed 10 percent of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</i>					
(a) Loans to depository institutions and acceptances of other banks	K184			0	6.a.(5)(a)
(b) Loans to foreign governments and official institutions	K185			0	6.a.(5)(b)
(c) Other loans ¹	K186			0	6.a.(5)(c)
(d) Lease financing receivables	K273			0	6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):	BHDM				
(1) Construction, land development, and other land in domestic offices	K187			0	6.b.(1)
(2) Farmland in domestic offices	K188			0	6.b.(2)
(3) 1–4 family residential properties in domestic offices	K189			0	6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices	K190			0	6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices	K191			0	6.b.(5)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-M—Continued

Dollar Amounts in Thousands

6. b. (6) In foreign offices	BHFN					
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements	K260				0	6.b.(6)
c. Debt securities (included in Schedule HC, items 2.a and 2.b)	BHCK					
d. Other assets (exclude FDIC loss-sharing indemnification assets)	K192				0	6.b.(7)
7. Captive insurance and reinsurance subsidiaries:	J461				0	6.c.
a. Total assets of captive insurance subsidiaries ¹	J462				0	6.d.
b. Total assets of captive reinsurance subsidiaries ¹						
	K193			579	3000	7.a.
	K194			822	000	7.b.
8. Has the holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for Yes; enter "0" for No.)	0=No	BHCK				
	1=Yes	C251			0	8.
9. Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for Yes; enter "0" for No.)	0=No	BHCK				
	1=Yes	6689			0	9.
10. Not applicable						
11. Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? Holding companies must not leave blank or enter "N/A." The holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10	0=No	BHCK				
	1=Yes	6416			0	11.
TEXT						
6428						
Name of Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)			Area Code / Phone Number (TEXT 9009)			
12. Intangible assets other than goodwill:	BHCK					
a. Mortgage servicing assets	3164			834	7000	12.a.
(1) Estimated fair value of mortgage servicing assets	6438			834	7000	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets	B026			41	000	12.b.
c. All other identifiable intangible assets	5507			129	8000	12.c.
	BHCT					
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	0426			968	6000	12.d.
13. Other real estate owned	2150			272	8000	13.
14. Other borrowed money:	BHCK					
a. Commercial paper	2309			734	47000	14.a.
b. Other borrowed money with a remaining maturity of one year or less	2332			710	40000	14.b.
c. Other borrowed money with a remaining maturity of more than one year	2333			235	008000	14.c.
	BHCT					
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	3190			379	495000	14.d.
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for Yes; enter "0" for No.)	0=No	BHCK				
	1=Yes	B569			1	15.
	BHCK					
16. Assets under management in proprietary mutual funds and annuities	B570			858	398000	16.

1. Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting holding company.

Schedule HC-M—Continued

The following two questions (items 17 and 18) will be used to determine if the reporting holding company must complete the Consolidated Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

17. Does the holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for Yes; enter "0" for No.)
- | | | |
|-------|------|---|
| 0=No | BHCK | |
| 1=Yes | C161 | 1 |
- 17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for Yes; enter "0" for No.).....
- | | | |
|-------|------|---|
| 0=No | BHCK | |
| 1=Yes | C159 | 1 |
- 18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all holding companies that are not required to file the FR Y-12.

19. a. Has the holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for Yes; enter "0" for No.).....
- | | | |
|-------|------|--|
| 0=No | BHCK | |
| 1=Yes | C700 | |
- 19.a.
- b. Does the holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for Yes; enter "0" for No.)
- | | | |
|-------|------|--|
| 0=No | | |
| 1=Yes | C701 | |
- 19.b.

Dollar Amounts in Thousands

Memoranda items 20 and 21 are to be completed only by holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.

- | | BHCK | | | |
|--|------|-----------|--|----------|
| 20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act: | | | | |
| a. Net assets | C252 | 369102000 | | 20.a. |
| b. Balances due from related institutions: | | | | |
| (1) Due from the holding company (parent company only), gross | 4832 | 112000 | | 20.b.(1) |
| (2) Due from subsidiary banks of the holding company, gross | 4833 | 34221000 | | 20.b.(2) |
| (3) Due from nonbank subsidiaries of the holding company, gross | 4834 | 1243000 | | 20.b.(3) |
| c. Balances due to related institutions: | | | | |
| (1) Due to holding company (parent company only), gross | 5041 | 49572000 | | 20.c.(1) |
| (2) Due to subsidiary banks of the holding company, gross | 5043 | 51339000 | | 20.c.(2) |
| (3) Due to nonbank subsidiaries of the holding company, gross | 5045 | 1125000 | | 20.c.(3) |
| d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors | 5047 | 15030000 | | 20.d. |
| 21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B)) ¹ | C253 | 1065000 | | 21. |

1. A savings and loan holding company that wishes to engage in financial holding company activities must have an effective election to be treated as a financial holding company or conducts activities under section 10(c)(2)(H)(i) of the HOLA (12 U.S.C. 1467a(c)(2)(H)(i)).

Schedule HC-M—Continued

Memoranda item 22 is to be completed by holding companies with total assets of \$30 billion or more.

22. Address (URL) for the reporting holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

INVESTOR.SHAREHOLDER.COM} JPMORGANCHASE

TEXT
C497

http://

22.

Dollar Amounts in Thousands

Memoranda items 23 and 24 are to be completed by all holding companies.

23. Secured liabilities:

a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)

F064

0

23.a.

b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d).....

F065

126756000

23.b.

24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:

a. Senior perpetual preferred stock or similar items

G234

0

24.a.

b. Warrants to purchase common stock or similar items

G235

845000

24.b.

C.I. _____

**Schedule HC-N—Past Due and Nonaccrual Loans,
Leases, and Other Assets**

Dollar Amounts in Thousands				(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
				BHCK				BHCK				BHCK			
1. Loans secured by real estate:															
a. Construction, land development, and other land loans in domestic offices:															
(1) 1–4 family residential construction loans ..				F172			3000	F174			14000	F176			17000
(2) Other construction loans and all land development and other land loans				F173			29000	F175			18000	F177			10000
b. Secured by farmland in domestic offices.....				3493			7000	3494			0	3495			8000
c. Secured by 1–4 family residential properties in domestic offices:															
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit				5398			615000	5399			701000	5400			1916000
(2) Closed-end loans secured by 1–4 family residential properties:															
(a) Secured by first liens				C236			3651000	C237			6857000	C229			9517000
(b) Secured by junior liens				C238			75000	C239			32000	C230			159000
d. Secured by multifamily (5 or more) residential properties in domestic offices.....															
e. Secured by nonfarm nonresidential properties in domestic offices:															
(1) Loans secured by owner-occupied nonfarm non-residential properties				F178			65000	F180			2000	F182			162000
(2) Loans secured by other nonfarm nonresidential properties				F179			37000	F181			2000	F183			132000
f. In foreign offices				B572			0	B573			0	B574			6000
2. Loans to depository institutions and acceptances of other banks:															
a. U.S. banks and other U.S. depository institutions															
b. Foreign banks				5377			0	5378			0	5379			0
				5380			0	5381			0	5382			0
3. Loans to finance agricultural production and other loans to farmers															
				1594			24000	1597			0	1583			3000
4. Commercial and industrial loans															
				1606			627000	1607			141000	1608			633000
5. Loans to individuals for household, family, and other personal expenditures:															
a. Credit cards				B575			834000	B576			796000	B577			0
b. Automobile loans				K213			414000	K214			0	K215			101000
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) ..															
				K216			917000	K217			334000	K218			197000
6. Loans to foreign governments and official institutions															
				5389			0	5390			0	5391			0
7. All other loans															
				5459			452000	5460			5000	5461			13000
8. Lease financing receivables:															
a. Leases to individuals for household, family, and other personal expenditures															
				F166			0	F167			0	F168			0
b. All other leases				F169			4000	F170			0	F171			0

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505		0		3506		0		3507		361000		9.
10. TOTAL (sum of items 1 through 9)	5524		7767000		5525		8907000		5526		13406000		10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC)	K036		1822000		K037		3427000		K038		5126000		11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039		313000		K040		310000		K041		34000		11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above ...	K042		1492000		K043		3109000		K044		5051000		11.b.
12. Loans and leases in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:													
a. Loans secured by real estate in domestic offices:													
(1) Construction, land development, and other land loans:													
(a) 1–4 family residential construction loans	BHDM				BHDM				BHDM				
	K045		0		K046		0		K047		0		12.a.(1)(a)
(b) Other construction loans and all land development and other land loans	K048		0		K049		0		K050		0		12.a.(1)(b)
(2) Secured by farmland	K051		0		K052		0		K053		0		12.a.(2)
(3) Secured by 1–4 family residential properties:													
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	K054		0		K055		0		K056		0		12.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:													
(1) Secured by first liens	K057		0		K058		0		K059		0		12.a.(3)(b)(1)
(2) Secured by junior liens	K060		0		K061		0		K062		0		12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties	K063		0		K064		0		K065		0		12.a.(4)
(5) Secured by nonfarm nonresidential properties:													
(a) Loans secured by owner-occupied nonfarm nonresidential properties	K066		0		K067		0		K068		0		12.a.(5)(a)
(b) Loans secured by other non-farm nonresidential properties	K069		0		K070		0		K071		0		12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers	BHCK				BHCK				BHCK				
	K072		0		K073		0		K074		0		12.b.
c. Commercial and industrial loans	K075		0		K076		0		K077		0		12.c.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
12.d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):													
(1) Credit cards	K078			0	K079			0	K080			0	12.d.(1)
(2) Automobile loans	K081			0	K082			0	K083			0	12.d.(2)
(3) Other consumer loans	K084			0	K085			0	K086			0	12.d.(3)
e. All other loans and leases	K087			0	K088			0	K089			0	12.e.
Itemize and describe the past due and nonaccrual amounts included in item 12.e. above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):													
(1) Loans to depository institutions and acceptances of other banks	K091			0	K092			0	K093			0	12.e.(1)
(2) Loans to foreign governments and official institutions.....	K095			0	K096			0	K097			0	12.e.(2)
(3) Other loans ¹	K099			0	K100			0	K101			0	12.e.(3)
(4) Lease financing receivables.....	K269			0	K271			0	K272			0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss- sharing agreements.....	K102			0	K103			0	K104			0	12.f.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Memoranda

Dollar Amounts in Thousands	BHDM				BHDM				BHDM				
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1–4 family residential construction loans ..	K105			0	K106			0	K107			0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans													
	K108			0	K109			0	K110			2000	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices.....	BHCK				BHCK				BHCK				
	F661			1106000	F662			788000	F663			5615000	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM				BHDM				BHDM				
	K111			0	K112			0	K113			45000	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114			5000	K115			0	K116			45000	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties													
	K117			0	K118			0	K119			34000	M.1.d.(2)

Schedule HC-N—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
1. e. Commercial and industrial loans:												
(1) To U.S. addressees (domicile).....	K120		2000		K121		0		K122		139000	M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K123		0		K124		0		K125		4000	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures)												
	K126		131000		K127		70000		K128		135000	M.1.f.
<i>Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>												
(1) Loans secured by farmland in domestic offices	BHDM				BHDM				BHDM			
	K130		0		K131		0		K132		0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCK				BHCK				BHCK			
	K134		0		K135		0		K136		0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers												
	K138		0		K139		0		K140		1000	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:												
(a) Credit cards	K274		131000		K275		70000		K276		0	M.1.f.(4)(a)
(b) Automobile loan	K277		0		K278		0		K279		63000	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards												
	K280		0		K281		0		K282		63000	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions												
	K283		0		K284		0		K285		0	M.1.f.(5)
(6) Other loans ¹	K286		0		K287		0		K288		0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558		14000		6559		0		6560		0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508		284000		1912		4000		1913		229000	M.3.
4. Not applicable												
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)												
a. Loans and leases held for sale	C240		3000		C241		2000		C226		13000	M.5.a.
b. Loans measured at fair value:												
(1) Fair value	F664		0		F665		0		F666		154000	M.5.b.(1)
(2) Unpaid principal balance	F667		0		F668		0		F669		214000	M.5.b.(2)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-N—Continued**Memoranda—Continued**

Item 6 is to be reported only by holding companies with total consolidated assets of \$1 billion or more, or with \$2 billion or more in par/notional amounts of off-balance-sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

	(Column A) Past due 30 through 89 days				(Column B) Past due 90 days or more			
Dollar Amounts in Thousands	BHCK				BHCK			
6. Derivative contracts:								
Fair value of amounts carried as assets	3529				3530			

M.6.

	Dollar Amounts in Thousands			
	BHCK			
7. Additions to nonaccrual assets during the quarter	C410		2306000	M.7.
8. Nonaccrual assets sold during the quarter	C411		53000	M.8.

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK			
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):												
a. Outstanding balance	L183		1904000		L184		6426000		L185		30000	
b. Carrying amount included in Schedule HC-N, items 1 through 7, above	L186		1671000		L187		4506000		L188		5000	

M.9.a.

M.9.b.

Schedule HC-P—1–4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by (1) all holding companies with \$1 billion or more in total assets¹ and (2) holding companies with less than \$1 billion in total assets at which either 1–4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1–4 family residential mortgage loans for sale: ²					
a. Closed-end first liens	F066	4696000			1.a.
b. Closed-end junior liens	F067	0			1.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F670	0			1.c.(1)
(2) Principal amount funded under the lines of credit	F671	0			1.c.(2)
2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale: ²					
a. Closed-end first liens	F068	8278000			2.a.
b. Closed-end junior liens	F069	0			2.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F672	0			2.c.(1)
(2) Principal amount funded under the lines of credit	F673	0			2.c.(2)
3. 1–4 family residential mortgages sold during the quarter:					
a. Closed-end first liens	F070	13524000			3.a.
b. Closed-end junior liens	F071	0			3.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F674	0			3.c.(1)
(2) Principal amount funded under the lines of credit	F675	0			3.c.(2)
4. 1–4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):					
a. Closed-end first liens	F072	11842000			4.a.
b. Closed-end junior liens	F073	0			4.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F676	0			4.c.(1)
(2) Principal amount funded under the lines of credit	F677	0			4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.c, 5.f, 5.g, and 5.i):					
a. Closed-end 1–4 family residential mortgage loans	F184	1355000			5.a.
b. Open-end 1–4 family residential mortgage loans extended under lines of credit	F560	0			5.b.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:					
a. Closed-end first liens	F678	74000			6.a.
b. Closed-end junior liens	F679	0			6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit	F680	0			6.c.(1)
(2) Principal amount funded under the lines of credit	F681	0			6.c.(2)
7. Representation and warranty reserves for 1–4 family residential mortgage loans sold:					
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	L191				7.a.
b. For representations and warranties made to other parties	L192				7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b)	M288	435000			7.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

2. Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.

Schedule HC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis

Schedule HC-Q is to be completed by all holding companies.

	(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements				
Dollar Amounts in Thousands	BHCY				BHCK				BHCK				BHCK				BHCK				
Assets																					
1. Available-for-sale securities	1773		312659000		G474			0	G475			48545000	G476			262278000	G477			1836000	1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK																				
	G478		29971000		G479			2191000	G480			0	G481			32162000	G482			0	2.
3. Loans and leases held for sale	G483		89000		G484			0	G485			0	G486			0	G487			89000	3.
4. Loans and leases held for investment	G488		3942000		G489			0	G490			0	G491			76000	G492			3866000	4.
5. Trading assets:	BHCT																				
a. Derivative assets	3543		62357000		G493			1034298000	G494			1064000	G495			1083060000	G496			12531000	5.a.
	BHCK																				
b. Other trading assets	G497		330165000		G498			0	G499			173808000	G500			130577000	G501			25780000	5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)	F240		0		F684			0	F692			0	F241			0	F242			0	5.b.(1)
6. All other assets	G391		22943000		G392			3848000	G395			4725000	G396			5788000	G804			16278000	6.
7. Total assets measured at fair value on a recurring basis	G502		762126000		G503			1040337000	G504			228142000	G505			1513941000	G506			60380000	7.
Liabilities																					
8. Deposits	F252		7922000		F686			0	F694			0	F253			5084000	F254			2838000	8.
9. Federal funds purchased and securities sold under agreements to repurchase	G507		2630000		G508			2191000	G509			0	G510			4821000	G511			0	9.
10. Trading liabilities:	BHCT																				
a. Derivative liabilities	3547		50791000		G512			1018235000	G513			1173000	G514			1053467000	G515			14386000	10.a.
	BHCK																				
b. Other trading liabilities	G516		87861000		G517			0	G518			69704000	G519			18077000	G520			80000	10.b.
11. Other borrowed money	G521		48639000		G522			0	G523			0	G524			34293000	G525			14346000	11.
12. Subordinated notes and debentures	G526		0		G527			0	G528			0	G529			0	G530			0	12.
13. All other liabilities	G805		49000		G806			2813000	G807			41000	G808			2776000	G809			45000	13.
14. Total liabilities measured at fair value on a recurring basis	G531		197892000		G532			1023239000	G533			70918000	G534			1118518000	G535			31695000	14.

Schedule HC-Q—Continued

Memoranda

			(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements			
Dollar Amounts in Thousands			BHCK				BHCK					BHCK					BHCK					
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25 percent of item 6):																						
a. Mortgage servicing assets.....			G536		8347000		G537		0		G538		0		G539		0		G540		8347000	M.1.a.
b. Nontrading derivative assets.....			G541		21000		G542		3848000		G543		106000		G544		3763000		G545		0	M.1.b.
c. <div>BHTX G546</div>			G546		0		G547		0		G548		0		G549		0		G550		0	M.1.c.
d. <div>BHTX G551</div>			G551		0		G552		0		G553		0		G554		0		G555		0	M.1.d.
e. <div>BHTX G556</div>			G556		0		G557		0		G558		0		G559		0		G560		0	M.1.e.
f. <div>BHTX G561</div>			G561		0		G562		0		G563		0		G564		0		G565		0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25 percent of item 13):																						
a. Loan commitments (not accounted for as derivatives).....			F261		0		F689		0		F697		0		F262		0		F263		0	M.2.a.
b. Nontrading derivative liabilities			G566		4000		G567		2813000		G568		41000		G569		2776000		G570		0	M.2.b.
c. <div>BHTX G571</div> ACCOUNTS PAYABLE			G571		45000		G572		0		G573		0		G574		0		G575		45000	M.2.c.
d. <div>BHTX G576</div>			G576		0		G577		0		G578		0		G579		0		G580		0	M.2.d.
e. <div>BHTX G581</div>			G581		0		G582		0		G583		0		G584		0		G585		0	M.2.e.
f. <div>BHTX G586</div>			G586		0		G587		0		G588		0		G589		0		G590		0	M.2.f.

Schedule HC-R—Regulatory Capital

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1039502

Part I.A. Regulatory Capital Components and Ratios

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

	BHCH				
Tier 1 Capital					
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210				1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK				
	8434				2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)	A221				3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value)	4336				4.
5. LESS: Nonqualifying perpetual preferred stock	B588				5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214				6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) ²	G215				6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216				6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590				7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (If a net gain, report as a positive value; If a net loss, report as a negative value.)	F264				7.b.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b)	C227				8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591				9.a.
b. LESS: Disallowed deferred tax assets	5610				9.b.
10. Other additions to (deductions from) Tier 1 capital	B592				10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274				11.
Tier 2 Capital					
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements ² (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217				12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital	G218				13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310				14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221				15.
16. Other Tier 2 capital components	B594				16.
17. Tier 2 capital (sum of items 12 through 16)	5311				17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275				18.
19. Not applicable					
20. LESS: Deductions for total risk-based capital	B595				20.
21. Total risk-based capital (sum of items 11 and 18, less item 20)	3792				21.
Total Assets for Leverage Ratio					
22. Average total assets (from Schedule HC-K, item 5)	BHCT				
	3368				22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590				23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591				24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610				25.
26. LESS: Other deductions from assets for leverage capital purposes	BHCK				
	B596				26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224				27.
28.-30. Not applicable					

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income (AOCI)."

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, trust preferred securities issued by consolidated special purpose entities, and Class B and Class C noncontrolling (minority) interests that qualify as Tier 1 capital.

Schedule HC-R—Continued**Part I.A.—Continued**

	BHCK	Percentage	
Capital Ratios			
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204		31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206		32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205		33.

Part I.B. Regulatory Capital Components and Ratios

Advanced approaches holding companies (except savings and loan holding companies (SLHCs)) must complete this Schedule HC-R, Part I.B, starting on March 31, 2014. Starting on March 31, 2015, all other holding companies must complete Part I.B.

On that date, Schedule HC-R, Part I.A, will be removed and Part I.B will be designated Part I.

Part I.B. is to be submitted on a consolidated basis.

	Dollar Amounts in Thousands	BHCA				
Common Equity Tier 1 Capital						
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares	P742		81916000			1.
	BHCT					
2. Retained earnings	3247		123497000			2.
	BHCA					
3. Accumulated other comprehensive income (AOCI)	B530		579000			3.
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.) (Advanced approaches institutions must enter "0" for No.)		0=No 1=Yes	BHCA P838		0	3.a.
	BHCA					
4. Common equity tier 1 minority interest includable in common equity tier 1 capital	P839		1591			4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4)	P840		205993591			5.
Common Equity Tier 1 Capital: Adjustments and Deductions						
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs)	P841		45286000			6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs	P842		239000			7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs	P843		143000			8.
9. AOCI-related adjustments (items 9.a. through 9.e. are effective January 1, 2015) (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):						
a. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value)						9.a.
b. LESS: Net unrealized loss on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures (report loss as a positive value)						9.b.
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value)						9.c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value)						9.d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value)						9.e.
f. To be completed only by holding companies that entered "0" for No in item 3.a: LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value)	P849		-10000			9.f.

Schedule HC-R—Continued**Part I.B.—Continued**

Dollar Amounts in Thousands

	BHCA				
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:					
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value).....	Q258		137000		10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions	P850		113000		10.b.
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments	P851		0		11.
12. Subtotal (item 5 minus items 6 through 11)	P852		160085591		12.
13. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	P853		0		13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	P854		0		14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P855		0		15.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold	P856		0		16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions.....	P857		0		17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17)	P858		0		18.
19. Common equity tier 1 capital (item 12 minus item 18)	P859		160085591		19.
Additional Tier 1 Capital					
20. Additional tier 1 capital instruments plus related surplus	P860		18463000		20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	P861		2671000		21.
22. Tier 1 minority interest not included in common equity tier 1 capital	P862		45000		22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22)	P863		21179000		23.
24. LESS: Additional tier 1 capital deductions	P864		1381000		24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero)	P865		19798000		25.
Tier 1 Capital					
26. Tier 1 capital (sum of items 19 and 25)	8274		179883591		26.
Tier 2 Capital					
27. Tier 2 capital instruments plus related surplus	P866		15316000		27.
28. Non-qualifying capital instruments subject to phase out from tier 2 capital	P867		2671000		28.
29. Total capital minority interest that is not included in tier 1 capital	P868		2000		29.
30. a. Allowance for loan and lease losses includable in tier 2 capital	5310		15974000		30.a.
b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital	BHCW				
	5310		5270000		30.b.
31. Unrealized gains on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures includable in tier 2 capital	BHCA				
	Q257		5000		31.
32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31)	P870		33968000		32.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31)	BHCW				
	P870		23264000		32.b.
	BHCA				
33. LESS: Tier 2 capital deductions	P872		72000		33.

Schedule HC-R—Continued**Part I.B.—Continued**

		Dollar Amounts in Thousands				
34. a. Tier 2 capital (greater of item 32.a minus item 33, or zero)	BHCA					
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital (greater of item 32.b minus item 33, or zero)	BHCW					
	5311		33896000			34.a.
	5311		23192000			34.b.
Total Capital		BHCA				
35. a. Total capital (sum of items 26 and 34.a)	3792		213779591			35.a.
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b)	BHCW					
	3792		203075591			35.b.
Total Assets for the Leverage Ratio		BHCX				
36. Average total consolidated assets	3368		2413085000			36.
37. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and certain elements of item 24 - see instructions) ...	BHCA					
	P875		46612000			37.
38. LESS: Other deductions from (additions to) assets for leverage ratio purposes	B596		-7552000			38.
39. Total assets for the leverage ratio (item 36 minus items 37 and 38)	A224		2374025000			39.
Total Risk-Weighted Assets						
40. a. Total risk-weighted assets (from Schedule HC-R, Part II item 62)	A223		1458619600			40.a.
b. (Advanced approaches holding companies that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60)	BHCW					
	A223		1626427000			40.b.

		Column A		Column B		
		BHCA	Percentage	BHCW	Percentage	
41. Common equity tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 19 divided by item 40.b).....	P793		10.98	P793		41.
42. Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 26 divided by item 40.b)....	7206		12.33	7206		42.
43. Total capital ratio (Column A: item 35.a divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 35.b divided by item 40.b)...	7205		14.66	7205		43.

		BHCA	Percentage	
Leverage Capital Ratios				
44. Tier 1 leverage ratio (item 26 divided by item 39)	7204		7.58	44.
45. Advanced approaches holding companies only: Supplementary leverage ratio (from FFIEC 101 Schedule A, item 98) (effective January 1, 2015).....			--'--	45.

		BHCA	Percentage	
Capital Buffer				
46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments (effective January 1, 2016):				
a. Capital conservation buffer			--'--	46.a.
b. (Advanced approaches holding companies that exit parallel run only): Total applicable capital buffer.....			--'--	46.b.

		Dollar Amounts in Thousands				
Effective January 1, 2016: Institutions must complete items 47 and 48 if the amount in item 46.a (or the lower of 46.a or 46.b for an advanced approaches holding company that has exited parallel run) is less than or equal to the applicable minimum capital conservation buffer:		BHCA				
47. Eligible retained income						47.
48. Distributions and discretionary bonus payments during the quarter						48.

Schedule HC-R—Continued

Part II—Continued

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹			(Column C)			(Column D)			(Column E)			(Column F)			
								Allocation by Risk-Weight Category												
								0%			20%			50%			100%			
Derivatives and Off-Balance-Sheet Items	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9			
44. Financial standby letters of credit.....	206825000			1.00 or 12.5 ²	206825000			8998000			112983000			3550000			81294000			44.
	BHCT 6570																			
45. Performance standby letters of credit.....	8286000			.50	4143000			183000			1129000			0			2831000			45.
	BHCT 3411																			
46. Commercial and similar letters of credit....	5462000			.20	1092400			316400			350000			20000			406000			46.
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429																			
	0			1.00	0			0			0						0			47.
	BHCT 3433																			
48. Securities lent.....	220537000			1.00	220537000			132649000			74142000			0			13746000			48.
49. Retained recourse on small business obligations sold with recourse	BHCT A250																			
	0			1.00	0			0			0			0			0			49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement																				
	BHCK B541																			
	1302000			12.5 ³	8887000												8887000			50.
	BHCK B675																			
51. All other financial assets sold with recourse..	1769000			1.00	1769000			0			0			911000			858000			51.
	BHCK B681																			
52. All other off-balance-sheet liabilities.....	90173000			1.00	90173000			89161000			1012000			0			0			52.
53. Unused commitments:																				
a. With an original maturity exceeding one year.....	BHCK 6572																			
	252123000			.50	126061500			2006500			15309000			4584000			104162000			53.a.
b. With an original maturity of one year or less to asset-backed commercial paper conduits.....																				
	BHCK G591																			
	0			.10	0			0			0			0			0			53.b.
54. Derivative contracts					BHCE A167															
					304477000			12593000			161486000			130398000						54.

1. Column A multiplied by credit conversion factor.

2. For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

3. Or institution-specific factor.

Schedule HC-R—Continued

Part II—Continued

				(Column C)	(Column D)	(Column E)	(Column F)					
				Allocation by Risk-Weight Category								
				0%		20%		50%		100%		
Dollar Amounts in Thousands												
Totals												
55. Total assets, derivatives, and off-balance-sheet items by risk-weight category (for each column, sum of items 43 through 54)				BHCK B696		BHCK B697		BHCK B698		BHCK B699		55.
				1038148900		763858000		320887000		968997500		
56. Risk-weight factor				✕ 0%		✕ 20%		✕ 50%		✕ 100%		56.
				BHCK B700		BHCK B701		BHCK B702		BHCK B703		
57. Risk-weighted assets by risk-weight category (for each column, item 55 multiplied by item 56)				0		152771600		160443500		968997500		57.
58. Market risk equivalent assets										BHCK 1651		
										176407000		58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)										BHCK B704		
										1458619600		59.
										BHCK A222		
60. LESS: Excess allowance for loan and lease losses										0		60.
										BHCK 3128		
61. LESS: Allocated transfer risk reserve										0		61.
										BHCK A223		
62. Total risk-weighted assets (item 59 minus items 60 and 61)										1458619600		62.

Schedule HC-R—Continued

Part II—Continued

Memoranda

Dollar Amounts in Thousands										BHCK																		
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards										8764	132216000				M.1.													
										With a remaining maturity of																		
										(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years								
Dollar Amounts in Thousands										BHCK					BHCK						BHCK							
2. Notional principal amounts of derivative contracts: ¹																												
a. Interest rate contracts										3809	32570785000					8766	6866531000					8767	4661651000					M.2.a.
b. Foreign exchange contracts										3812	6888499000					8769	617822000					8770	270135000					M.2.b.
c. Gold contracts										8771	34859000					8772	13840000					8773	0					M.2.c.
d. Other precious metals contracts										8774	14443000					8775	2031000					8776	1000					M.2.d.
e. Other commodity contracts										8777	168099000					8778	74970000					8779	15809000					M.2.e.
f. Equity derivative contracts										A000	225405000					A001	110275000					A002	28971000					M.2.f.
g. Credit derivative contracts:																												
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:																												
(1) Investment grade										G597	422731000					G598	1433285000					G599	114206000					M.2.g.(1)
(2) Subinvestment grade										G600	160732000					G601	501895000					G602	32605000					M.2.g.(2)
										Dollar Amounts in Thousands										BHCK								
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:																												
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)										5479	18463000										M.3.a.							
b. Not applicable.																												
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b)										C498	0										M.3.c.							
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b)										A507	0										M.3.d.							
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c)										2771	0										M.4.							
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):																												
a. In the form of perpetual preferred stock										5483	0										M.5.a.							
b. In the form of common stock										5484	15068000										M.5.b.							

1. Exclude foreign exchange contracts with an original maturity of 14 days or less and all future contracts.

Schedule HC-R—Continued**Part II—Continued****Memoranda—Continued**

		Dollar Amounts in Thousands			
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, Part II, item 58)		BHCK			
7. Not applicable		F031		135639000	M.6.
8. Restricted core capital elements included in Tier 1 capital:					
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)		G219		0	M.8.a
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)		G220		290000	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)		5990		0	M.8.c.
d. Qualifying trust preferred securities ² (included in Schedule HC, item 19.b)		C502		5341963	M.8.d.
9. Goodwill net of any associated deferred tax liability		G221		45286000	M.9.
		BHCK	Percentage		
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)		G222			M.10.

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.

C.I. _____

RSSD ID:

1039502

Schedule HC-S—Servicing, Securitization, and Asset Sale Activities

							C000
Dollar Amounts in Thousands							
	(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Securitization Activities							
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....	BHCK B705 261074000	BHCK B706 195000	BHCK B707 0	BHCK B708 0	BHCK B709 1911000	BHCK B710 4679000	BHCK B711 74063000
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F)	BHCK B712 0	BHCK B713 0	BHCK B714 0	BHCK B715 0	BHCK B716 0	BHCK B717 0	BHCK B718 0
b. Subordinated securities and other residual interests.....	BHCK C393 296000	BHCK C394 36000	BHCK C395 0	BHCK C396 0	BHCK C397 3000	BHCK C398 90000	BHCK C399 2800000
c. Standby letters of credit and other enhancements.....	BHCK C400 3000	BHCK C401 0	BHCK C402 0	BHCK C403 0	BHCK C404 0	BHCK C405 0	BHCK C406 6424000
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1	BHCK B726 0	BHCK B727 0	BHCK B728 0	BHCK B729 0	BHCK B730 0	BHCK B731 0	BHCK B732 0
4. Past due loan amounts included in item 1:							
a. 30-89 days past due	BHCK B733 7205000	BHCK B734 6000	BHCK B735 0	BHCK B736 0	BHCK B737 151000	BHCK B738 0	BHCK B739 48000
b. 90 days or more past due	BHCK B740 19595000	BHCK B741 10000	BHCK B742 0	BHCK B743 0	BHCK B744 187000	BHCK B745 0	BHCK B746 485000
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):							
a. Charge-offs.....	BHCK B747 2441000	BHCK B748 4000	BHCK B749 0	BHCK B750 0	BHCK B751 0	BHCK B752 0	BHCK B753 348000
b. Recoveries	BHCK B754 1000	BHCK B755 0	BHCK B756 0	BHCK B757 0	BHCK B758 0	BHCK B759 0	BHCK B760 8000

Schedule HC-S—Continued

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	(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761	BHCK B762			BHCK B763		6.a.
		0	0			0		
b. Loans (included in HC-C)		BHCK B500	BHCK B501			BHCK B502		6.b.
		0	0			0		
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due.....		BHCK B764	BHCK B765			BHCK B766		7.a.
		0	0			0		
b. 90 days or more past due.....		BHCK B767	BHCK B768			BHCK B769		7.b.
		0	0			0		
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		BHCK B770	BHCK B771			BHCK B772		8.a.
		0	0			0		
b. Recoveries.....		BHCK B773	BHCK B774			BHCK B775		8.b.
		0	0			0		
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements								9.
	BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	BHCK B782	
	8949000	142000	77000	822000	2233000	2752000	9339000	
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures								10.
	BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788	BHCK B789	
	158000	0	0	0	0	8000	125000	
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized								11.
	BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796	
	11377000	0	0	0	0	0	5086000	
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11								12.
	BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802	BHCK B803	
	687000	0	0	0	0	0	820000	

Schedule HC-S—Continued**Memoranda**

Dollar Amounts in Thousands				BHCK			
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:							
a. Outstanding principal balance.....	A249		0				M.1.a.
b. Amount of retained recourse on these obligations as of the report date	A250		0				M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):							
a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804		36074000				M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805		750336000				M.2.b.
c. Other financial assets ¹	A591		330230000				M.2.c.
d. 1–4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	F699		16640000				M.2.d.
3. Asset-backed commercial paper conduits:							
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:							
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company	B806		9864000				M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807		0				M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:							
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company	B808		19407000				M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809		0				M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407		0				M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

2. Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Schedule HC-V—Variable Interest Entities

Dollar Amounts in Thousands	(Column A) Securitization Vehicles				(Column B) ABCP Conduits				(Column C) Other VIEs			
	BHCK				BHCK				BHCK			
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:												
a. Cash and balances due from depository institutions	J981		746000		J982		0		J983		41000	1.a.
b. Held-to-maturity securities	J984		0		J985		0		J986		0	1.b.
c. Available-for-sale securities	J987		0		J988		13000		J989		14000	1.c.
d. Securities purchased under agreements to resell...	J990		0		J991		0		J992		0	1.d.
e. Loans and leases held for sale	J993		13000		J994		0		J995		0	1.e.
f. Loans and leases, net of unearned income	J996		47654000		J997		16961000		J998		0	1.f.
g. Less: Allowance for loan and lease losses	J999		30000		K001		0		K002		0	1.g.
h. Trading assets (other than derivatives)	K003		5901000		K004		0		K005		100000	1.h.
i. Derivative trading assets	K006		5000		K007		0		K008		0	1.i.
j. Other real estate owned	K009		7000		K010		0		K011		0	1.j.
k. Other assets	K012		238000		K013		233000		K014		756000	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:												
a. Securities sold under agreements to repurchase ...	K015		0		K016		0		K017		0	2.a.
b. Derivative trading liabilities	K018		16000		K019		5000		K020		10000	2.b.
c. Commercial paper	K021		0		K022		9643000		K023		0	2.c.
d. Other borrowed money (exclude commercial paper)	K024		36079000		K025		0		K026		1000	2.d.
e. Other liabilities	K027		46000		K028		10000		K029		19000	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above)	K030		0		K031		0		K032		0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above)	K033		824000		K034		0		K035		0	4.

Notes to the Balance Sheet—Predecessor Financial Items

For holding companies involved in a business combination(s) during the quarter, provide on the lines below quarterly average information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting holding company's total consolidated assets as of the previous quarter-end, whichever is less.

		Dollar Amounts in Thousands				
		BHBC				
1.	Average loans and leases (net of unearned income)	3516				1.
2.	Average earning assets	3402				2.
3.	Average total consolidated assets	3368				3.
4.	Average equity capital	3519				4.

Notes to the Balance Sheet (Other)

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the holding company's long-term unsecured debt by a material amount. The holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

TEXT		BHCK			
0000	Sch. HC, item 16, New loan to holding company's ESOP guaranteed				
	by holding company				
		0000			750

Notes to the Balance Sheet (Other)

		Dollar Amounts in Thousands				
	TEXT	BHCK				
1.	Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)	K141			0	1.
2.	5357					
		5357			0	2.
3.	5358					
		5358			0	3.
4.	5359					
		5359			0	4.
5.	5360					
		5360			0	5.
6.	B027					
		B027			0	6.

Notes to the Balance Sheet (Other)—Continued

		Dollar Amounts in Thousands		BHCK				
7.	TEXT	B028						
				B028			0	7.
8.	TEXT	B029						
				B029			0	8.
9.	TEXT	B030						
				B030			0	9.
10.	TEXT	B031						
				B031			0	10.
11.	TEXT	B032						
				B032			0	11.
12.	TEXT	B033						
				B033			0	12.
13.	TEXT	B034						
				B034			0	13.
14.	TEXT	B035						
				B035			0	14.
15.	TEXT	B036						
				B036			0	15.
16.	TEXT	B037						
				B037			0	16.
17.	TEXT	B038						
				B038			0	17.
18.	TEXT	B039						
				B039			0	18.
19.	TEXT	B040						
				B040			0	19.
20.	TEXT	B041						
				B041			0	20.